

American Elasmobranch Society
CONSTITUTION
(amended April 2021)

Article I: Name

The name of this Society shall be "The American Elasmobranch Society." The Society is incorporated in Dade County, Florida (December 20, 1983) and as amended December 14, 1990.

Article II: Objectives

Section 1. The objectives of this Society shall be to advance the scientific study of living and fossil sharks, skates, rays, and chimaeras, and the promotion of education, conservation, and wise utilization of natural resources.

Section 2. The Society shall be operated as a non-profit corporation.

Article III: Membership

Section 1. Membership shall be open to persons interested in the objectives of the Society.

Section 2. The membership of the Society shall consist of individuals who pay dues in one of the following categories: student, regular, lifetime, and emeritus. Membership shall carry the right to cast one vote in matters of Society business.

Section 3. Members whose dues are received (postmarked) between November 1 and December 31 will be considered members "in good standing" for the following calendar year. Members in good standing will be eligible to vote in the Society's annual election. To be eligible for Society research awards students must be a member in good standing. To be eligible for Society travel and meeting presentation awards students must be a member in good standing and in at least their second year of consecutive membership. Members whose dues are received late (between January 1 and November 1) will be considered "active" members for that calendar year, but will not be eligible to vote or compete for student awards.

Section 4. Membership may be revoked if a member commits, or attempts to commit, any act that constitutes fraud, theft, or other illegal or unethical activities towards, or on behalf of, the Society. Such cases shall be reviewed by the Board of Directors and shall require a two-thirds vote of the Board prior to enforcement. Membership revocation in this manner forfeits all dues paid to the society by the former member, and attendance at the society's Board of Directors and annual Business Meeting is prohibited.

Article IV: Officers

Section 1. The Officers of the Society shall be: a President, who will serve as President-Elect from the time of the election until they assume the duties as President on January 1, immediately following their election, and who may be re-elected once; a Treasurer, a Secretary, and a Conference Chair, all of whom may serve unlimited, consecutive terms. All Officers will be elected to serve two-year terms. The President and Treasurer will be elected so that the first year

of their term will begin in even years; the Secretary and Conference Chair will be elected so that the first year of their term will begin in odd years.

Section 2. The Officers shall be elected from among members in good standing, and all officers must maintain their memberships such that they remain members in good standing during their entire term. The term of office shall commence on January 1 following the annual meeting at which the Officers were elected.

Section 3. The Officers named in Section 1 shall discharge the duties usually assigned to their respective offices (see By-Laws).

Section 4. A vacancy in the Secretary, Treasurer, or Conference Chair positions occurring in the interval of the meetings of the Society, may be filled by appointment by the President until the next duly elected Officer begins their term of office.

Section 5. The Executive Committee shall consist of the President, President-Elect, immediate Past-President, Secretary, Treasurer, and Conference Chair.

Section 6. Between the annual meetings the business of the Society shall be conducted by the Officers, acting within their individual responsibilities, and the Executive Committee.

Section 7. Performance Review, Replacement, and Impeachment of Officers. Unless otherwise required, on or about December 1 of the first year of the term, the most recent Past-President on the Board of Directors will query all current Board members to tabulate a "Vote of Confidence" for each member of the Executive Committee. The Officers will continue for the second year of their term unless 2/3 of the Board, not including the Officer being considered, vote to impeach any Officer.

In the event of an impeachment of the President, the most recent Past-President on the Board of Directors will assume the remainder of the term until a replacement is elected. In the event of the impeachment of an Officer, a replacement will be appointed by the President, unless the President is also impeached, in which case an appointment will be made by consensus of the Board of Directors.

Article V: Board of Directors

Section 1. At the time of the annual meeting the business of the Society will be conducted by the Board of Directors.

Section 2. The Board will be composed of 10 members, elected from among the membership who will serve five-year terms. The Board of Directors will include Past-Presidents and the incumbent Officers of the Society. Past-Presidents will be members of the Board for a maximum of six years following completion of their term of office. Past-Presidents will serve two years on the Executive Committee (while also as a Board Member), and four additional years on the Board, for a total of six years. As a result, the previous two Past-Presidents will remain members of the Board and will be replaced sequentially with the election of a new President.

Section 3. Vacancies in the elected membership of the Board shall be filled each year from among members in good standing. All nominations shall be accompanied by a statement of willingness to serve from the nominee. Eligible members shall be given the opportunity to vote for a maximum of two candidates unless there is an additional vacancy(ies) as a result of a Director being elected to the Executive Committee or as a result of voluntary retirement from active service to the elected Board. In the latter cases, the two candidates receiving the most votes will serve five-year terms, while the candidate(s) receiving the next most votes will complete the term(s) of the advancing Officer or retiring Director. If multiple additional vacancies exist, the positions will be filled in the order of greatest length of time remaining in the term. The term(s) of office of all elected Directors shall commence on 1 January following the annual meeting at which they were elected. The Director(s) elected to complete the term(s) of retiring Director(s) may begin their term of office upon election if the retiring Director(s) is not serving for the remainder of the calendar year.

Section 4. Directors must attend at least four of the annual meetings during their five- year term on the Board. If a Director misses two annual meetings, they will be removed from the Board and a replacement will be appointed by the President for the remainder of the term.

Section 5. Directors must maintain their memberships such that they remain members in good standing during their entire term. Failure to maintain membership in good standing may result in removal from the Board and a replacement appointed by the President for the remainder of the term.

Section 6. Directors may not be re-elected or appointed to the Board immediately upon completing their term in office but must wait for a period of two years prior to serving an additional five-year commitment. This does not preclude their being elected to one of the offices forming the Executive Committee, which is a two-year commitment.

Section 7. The Board shall conduct business during the period between annual meetings only upon call by the Executive Committee.

Article VI: Meeting of the Society

Section 1. This Society shall hold an annual meeting. A general Business Meeting open to all members shall be held for the purposes of hearing a report on the transactions of the Board of Directors and of acting upon such business as may properly be considered by the membership at large.

Section 2. The place of the annual meeting of the Society shall be determined by the Board of Directors. Notice of the meeting shall be provided to all members of the Society at least six weeks before the date set for the meeting.

Article VII: Quorum

Ten percent of the active membership shall constitute a quorum of the Society and five elected Directors shall constitute a quorum of the Board of Directors.

Article VIII: Changes in the Constitution and By-Laws

Section 1. Amendments of this Constitution and By-Laws may be adopted at any meeting, physical or virtual (i.e., by electronic ballot), of the Society if approved by two-thirds of the members of the Board of Directors voting and two-thirds of the members voting at the annual general meeting.

Section 2. In case of the dissolution of the Society, its assets shall be transferred to a successor non-profit Society organized for educational or scientific purposes as determined by standard members in good standing of this Society.

American Elasmobranch Society

BY-LAWS

(amended July 2022)

Article I: Dues

Section 1. Membership dues payable after November 1 cover the period from January 1 through December 31 of the subsequent year(s). Changes in the annual dues schedule will be recommended by a majority vote of the Board of Directors to then be approved by a majority vote of those voting at the annual meeting.

Article II: President

Section 1. The President shall prepare the agenda for the Executive Committee Meeting and preside at sessions of the Executive Committee, the Board of Directors and general Business Meetings conducted during the annual meeting.

Section 2. The President shall also appoint the committees prescribed by the Constitution and By-Laws, and such other representatives and committees as may prove necessary. The President and President-Elect shall be ex officio members of all committees.

Section 3. The President shall receive reports of violations of the Code of Ethics and Code of Conduct, as described in these documents.

Article III: Secretary

Section 1. The Secretary shall keep the records of the Society and report at the annual meeting.

Section 2. The Secretary shall be responsible for sending out notices announcing the annual meeting and for arranging the agenda for the Board of Directors and general Business Meetings at the annual meeting.

Section 3. The Secretary shall make such purchases and employ such assistance as is necessary to conduct the business of the Society within limits to be set annually by the Board of Directors.

Section 4. The Secretary shall arrange for an annual, independent, professional accountant's report of the financial record and statement of the Treasurer and shall transmit the report to the annual meeting of the Board of Directors.

Section 5. The Secretary, as a member of the Executive Committee, shall be willing to receive reports of violations of the Code of Conduct, as described in said document.

Article IV: Treasurer

Section 1. The Treasurer shall be in charge of the funds of the Society.

Section 2. At the annual meetings of the Society, the Treasurer shall present a statement of the funds of the Society, the statement to cover the fiscal year. The Treasurer shall also provide a summary of the accounting (i.e., income and expenses) for the same fiscal year. Finally, the Treasurer shall present a budget for the upcoming fiscal year.

Section 3. The Treasurer shall be responsible for disbursement of funds for the expenses of the President and the Secretary essential for execution of Society business within limits to be set by the Board of Directors.

Section 4. The Treasurer, as a member of the Executive Committee, shall be willing to receive reports of violations of the Code of Conduct, as described in said document.

Article V: Conference Chair

Section 1. The Conference Chair shall serve as the AES representative to any conference planning committee (such as the JMIH Meeting Management and Planning Committee) and serve as Chair of the AES Conference Committee.

Section 2. The Conference Chair shall make such purchases and employ such assistance as is necessary to conduct the business of the Society within limits to be set annually by the Board of Directors.

Section 2. The Conference Chair, as a member of the Executive Committee, shall be willing to receive reports of violations of the Code of Conduct, as described in said document.

Article VI: Meetings

The society shall hold an annual meeting.

Section 2. The Conference Committee shall be responsible for all society-related conference logistics. The Conference Chair shall represent AES organizing any joint meetings such as JMIH.

Article VII: Committees

Such committees as the President shall deem necessary shall be appointed at any time and shall be known as "ad hoc" committees. Unless otherwise specified, committees shall serve from one annual meeting until the next. Standing committees shall include a Nominating Committee, Shark Attack File Committee, Conservation Committee, Student Award Committee, Student Affairs Committee, Conference Committee, Publication Committee, Grant Committee, Equity and Diversity Committee, and Outreach and Education Committee.

Section 1. Nominating Committee

The Nominating Committee shall be elected from the membership in the annual election and shall consist of five members. The chair of the Committee shall be one of the members of the

Committee and shall be appointed by the President. The Immediate Past-President will serve as a non-voting member of the Nominating Committee.

Section 2. Shark Attack File Committee.

The International Shark Attack File (ISAF), owned by the Smithsonian Institution, is under the trusteeship and management of the American Elasmobranch Society. The Shark Attack File Committee is responsible for the management of the ISAF including, but not limited to, compilation and distribution of information contained within the ISAF, under the guidelines established by the AES Board of Directors. The Shark Attack File Committee shall be appointed by the President. Its Chair shall be the curator vested with custody of the original files of the Office of Naval Research, American Institute of Biological Sciences, and Smithsonian Institution.

Section 3. Conservation Committee

The Conservation Committee shall be appointed by the President. The chair of the Committee shall be one of the members of the Committee and shall be appointed by the President. Its task shall be to review conservation issues affecting chondrichthyans and to recommend to the Society and its Officers action to be taken by the Society and its Officers to provide scientific advice for the conservation of chondrichthyans.

Section 4. Student Award Committee.

The Student Award Committee shall be appointed by the President. The Chair of the Committee shall be one of the members of the Committee and shall be appointed by the President. Its task shall be to review and select the best student paper and poster presented at each annual meeting.

Section 5. Student Affairs Committee

The Student Affairs Committee shall review issues affecting student and postdoctoral members and recommend to the Society and its Officers policies appropriate to student membership. The incoming Chair of the Committee shall be nominated by the outgoing Chair, approved by the President, and shall be a member in good standing. The Student Affairs Committee members shall be appointed by the Chair. The Committee membership will be made of current members in good standing who are current students or postdoctoral scientists or who are within 12 months of completion of their degree or postdoctoral program.

Section 6. Conference Committee

The Conference Committee shall consist of the elected President, Secretary, Treasurer, and Conference Chair, and any additional members appointed by the President. The Committee shall be responsible for all AES-related conference logistic arrangements for the annual meeting. During those years when AES meets jointly with JMIH or other societies a conference committee may not be required, and the Conference Chair shall sit on the appropriate joint planning committee(s).

Section 7. Publication Committee

The Publication Committee shall consist of the elected President, Secretary, and Treasurer, Historian, and Publications Librarian appointed by the President. The Publications Librarian shall serve as Chair of the Committee. The Committee shall facilitate the production and

distribution of information and publications related to the study of chondrichthyans and the business of the society. Duties include the generation, sale and inventory of books and other printed materials, the administration of the society social media accounts, and the archiving of society information and materials such as conference programs and group photographs.

Section 8. Grant Committee

The Grant Committee shall consist of five members elected from the members in good standing in the annual election and shall serve for three years, plus the most recent award winners of each of the awards made by the committee shall serve for one year immediately following.

Additionally, the chair of the Donald R. Nelson Grant Fund will be a non-voting, ex officio member of the committee. The Donald R. Nelson Grant Fund Chair may be called upon to vote in the case of a tiebreaker. The Committee shall review grant proposals and designate the awards to be made. No member of the committee shall review a proposal, or competing proposals, with which they have a direct conflict of interest, such as serving as the advisor of, or a collaborator with, the applicant. The Chair of the Committee shall be one of the elected members, selected by the President. The Committee shall review written proposals and designate awards to be made. Grants will be based upon funds available in the treasury and in endowments for the purpose of making student research awards.

Section 9. Equity and Diversity Committee

The Equity and Diversity Committee shall consist of seven members elected from the members in good standing in the annual election and shall serve for three years, plus the current chair of the Student Affairs Committee (SAC), or their designee, who shall serve for one year. The terms of all elected members of the committee shall commence on January 1 following the year in which they are elected. It is the duty of the nominating committee to ensure their slate retains a committee membership that reflects diversity in gender, sexual orientation, race, age, creed (and other foreseeable categories into which members might self-identify) to the extent possible, being aware of the potential for overburdening members of these groups with service work. The Chair of the Committee shall be one of the committee members, selected by the President. The Committee shall update and otherwise maintain, as necessary, the Code of Conduct. Changes to the Code of Conduct shall be proposed by the committee and must be approved by a majority vote of the Executive Committee. Any member of the committee shall be willing to receive complaints from the membership regarding violations of the Code of Conduct, as stated in the Code of Conduct. The Committee shall also strive to educate the society membership on issues pertaining to equity and diversity through events at the annual meeting and through other forms of communication such as e-mail and social media. Finally, the committee is also tasked with receiving, reviewing, and awarding the Young Professional Recruitment Fund awards.

Section 10. Outreach and Education Committee

The Outreach and Education Committee (O&E Committee) will consist of 6 elected members that serve 3-year terms with 2 seats up for election each year. The Chairperson will be appointed annually by the President from the elected committee members and the Webmaster/Editor will be chosen by the O&E Committee members from those elected to the committee. O&E

Committee membership should have experience or interest in outreach efforts or educational practices including curriculum development, mentorship, and field/lab course instruction. Committee membership should include individuals representing student and educator perspectives to identify educational and outreach resources of interest to both groups. O&E Committee members should be familiar with the basics of website and social media account maintenance to assist the designated Webmaster/Editor as needed. AES members with these interests, skills, or experience are encouraged to contact O&E Committee members to explore outreach projects or future committee membership.

Duties of the O&E Committee include overseeing and maintaining official AES social media accounts and website administered via the AES Editor/Webmaster. The committee will curate and share educational resources useful in the instruction of chondrichthyan biology and make these available to society members in the form of email, website updates, and/or social media posts. These may include but are not limited to online courses and educational multimedia programs, instructional tools for the lab or classroom, and online conferences or workshops, and may be developed in collaboration with other standing committees. The O&E Committee will also work with other standing committees to craft public statements on behalf of the society as needed and, when approved by the O&E Committee, forward them to the Executive Committee and Board of Directors for approval. This committee will oversee AES's role in educational partnerships and other AES approved projects/programs related to mentoring or outreach. The O&E Committee will assist members in identifying funding for outreach and educational initiatives to be applied for by individual members. When the AES is a named partner sharing administrative responsibility in such initiatives, the O&E Committee will ensure that a proposal and budget is sent to the Board of Directors for approval prior to funding request submission and that any funding awarded is properly reported to the society. When called on by the society, the O&E Committee will make arrangements for online meetings or symposia where members can share research presentations. The O&E Committee will ensure that AES-related communications and outreach materials are consistent with the AES Codes of Conduct and Ethics, and are as representative as possible of the diversity of researchers and research topics in the field of elasmobranch research.

Section 11. Establishment of Standing Committees Standing committees will need to be added, and removed, as the society grows and evolves. All committees shall start as an ad-hoc committee for a period of at least one year, so that the committee charge, and scope of work, can be reasonably established. Ad-hoc status can extend for longer than one year, as needed. Ad-hoc committees may also conclude their work without the establishment of a standing committee. Standing committee status is achieved once the by-laws are formally amended to include the committee title, its function, and election procedures in Article VII of the AES by-laws. Conversion of an ad-hoc committee to a standing committee shall proceed by Presidential appointment of the committee membership, in consultation with the appointed Chair of the ad-hoc committee. Members shall be appointed, in equal portions, as is possible, to one-year terms,

two-year terms, three-year terms, etc., as defined by the term length in the committee description, to facilitate rolling replacement of committee members by the election process.

Article VIII: Funds

Section 1. Funds of the Society shall be as follows:

- a. The General Operating Fund shall be used for the ordinary expenses of operating the Society including, but not limited to: website maintenance, postage and other office costs, annual financial audits, publication purchases, and all other ordinary and necessary operating costs. Research, travel, and symposium (-ia) award expenses shall also be provided from this Fund.
- b. The Reserve Operating Fund shall be used to meet emergency and extraordinary expenses of the Society. Its balance shall equal approximately three times the average balance of the previous three years' expenses.
- c. Endowed Funds can be established for the purpose of providing grants or awards to members in good standing of the Society, or other such purposes as may be deemed consistent with the objectives of the society as delineated in Article II of the Constitution. Original documents that will constitute a Letter of Agreement between the endowing party(ies) and the Society must be written in accordance with the Constitution and By-Laws and must be approved by the Board of Directors. The Letter of Agreement must describe specific details including, but not limited to, methods for securing the principal, objectives of the fund and criteria for eligibility to receive a grant or award, mechanisms for generating a perpetual grant or award while allowing the principal to be maintained or continue to grow, acknowledgment that, insofar as is practical under the establishing documents, the Society Treasurer will administer the fund, unless the nature of the fund requires external management of the Fund principal and, if appropriate, identification of a committee to decide the recipient of the grant or award. The Letter of Agreement, bearing the signatures of the President and Treasurer as well as a representative of the endowing party(ies), will establish the permanent location where original documents are to reside, with copies of the Letter of Agreement provided to the President and Treasurer for their files. The President shall appoint, as deemed necessary by the Executive Committee, a committee and committee chairperson to oversee the management and investment of the funds for each committee so established. If requested in the Letter of Agreement, the endowing party(ies) may have representation on this committee. Unless otherwise stated in the Letter of Agreement, the principal in any endowed funds will be treated as Society assets in case the Society is dissolved and will be transferred as described in Article VIII, Section 2 of the Constitution.

Section 2. All money, stocks, bonds, or property offered to the Society for purposes other than application to the operating expenses of the Society or for one of its existing award or research funds, can only be accepted by a majority vote of the Board of Directors. Acceptance of such money, stocks, bonds, or property by the Board of Directors shall be only with the establishment of procedures to implement its use.

Section 3. All documents related to the societies' funds and other transactions shall be retained according to the AES Document Retention Policy. Specific items or equipment purchased with societal funds for use by societal officers or other members for conducting AES business shall be

the property of AES, until such time as the item is deemed no longer useful. Such a designation requires the approval of the AES Board of Directors. This stipulation does not apply to items purchased by members using grant funds or other funds distributed as awards (i.e., travel awards) to said members.

Article IX: Procedures

Section 1. The American Elasmobranch Society (AES) administers all programs and activities free from discrimination based on race, color, national origin, age, sex, religion, marital status, sexual orientation, pregnancy, parenthood, or disability. All members of AES must abide by the AES Code of Ethics and the AES Code of Conduct. Any AES member reporting in good faith a violation of any kind shall be protected by the AES Whistle Blower Policy.

Section 2. Voting Procedures

- a. The slate of nominees for all elected positions shall be finalized by the Nominating Committee and furnished to the Secretary by March 1 of the calendar year of the election. Electronic ballots will be provided by March 15 to all members in good standing of the Society and will include spaces for write-in candidates. Ballots will be collected until April 15. The election results will be announced at the annual Business Meeting. In the event of a tie, a run-off will be held at the Annual Meeting's General Business meeting.
- b. Other business transacted on behalf of the society, and that requires approval of the general membership, can be brought forth to the membership by any member of the society in good standing. If the business item is proposed by a standing or appointed AES committee (or its Chair or other representative), the item must carry with it the approval of two-thirds of the members of that committee.
- c. Voting by the general membership, with the exception of elections which are to be conducted as specified in 2a, may be conducted at the annual Business Meeting, or using other formats (i.e. electronic balloting) provided the entire membership has access to the information and can provide their input. If voting is to occur at the annual Business Meeting, the item under consideration must be, at minimum, posted in an area accessible to all AES members in attendance at the meeting for at least 72 hours prior to the Business Meeting. If voting is to occur outside of the Business Meeting, the item under consideration must be, at minimum, announced by email and accessible at the Society's member's only portion of the website for at least two weeks. It is the responsibility of each individual member to ensure that they have provided accurate electronic contact information with their membership renewal.

Section 3. Distinguished Fellow of the Society

The Distinguished Fellow Award of the American Elasmobranch Society is the highest award presented by the Society. It is awarded in recognition of outstanding career contributions to the research and understanding of elasmobranch fishes and provides a lifetime membership to the Society.

Nomination of a candidate for the Distinguished Fellow Award is made by submission of a statement of justification for the award to the President. The President then submits nominations to the Board of Directors. Nominations submitted to the Board require written approval by a 2/3

majority of the Board. Not more than one Distinguished Fellow shall be designated in any one year. The person(s) advancing a name for candidacy shall work with the President to produce the verbiage and the plaque for presentation of the award at the following annual meeting.

Section 4. Procedures and other items, not specified in the Constitution or By-Laws of this Society or by action at the annual meeting, shall be in accordance with Robert's Rules of Order.